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UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL								
OMB Number: 3235-0076								
Expires: May 31, 2002								
Estimated	l avcrage	burden						
hours per	response	1						
SEC	USE ON	NLY						
Prefix		Serial						
DATE RECEIVED								

· · · · · · · · · · · · · · · · · · ·	if this is an amendment and name has changed, a		
= .	(es) that apply): [] Rule 504 [] Rule 505 Filing [] Amendment	[x] Rule 506 [] Section 4(6) [x] U	ILOE
	A. BAŞIÇ IDENTIFIÇA	TION DATA	
1. Enter the information r	requested about the issuer		
Name of Issuer [] (check Interactive Brokers Gro	k if this is an amendment and name has changed,	and indicate change.)	
Address of Executive Off 1 Pickwick Plaza, Gree	fices (Number and Street, City, State, Zip Conwich, Connecticut 06830	ode) Telephone Number (Including A (203) 618-5800	Area Code)
Address of Principal Bus (if different from Executi	iness Operations (Number and Street, City, Statue Offices)	e, Zip Codc) Telephone Number (Including	Area Code)
	incss It making in securities and the provision of clearan	nce and settlement services for institutions and	d individuals.
Technology based marke	t making in securities and the provision of clearan		d individuals.
Technology based marke	t making in securities and the provision of clearan	[x] other (please specify): Limited Liability Company, already for	
Technology based marke	t making in securities and the provision of clearan	[x] other (please specify):	
Type of Business Organi	a making in securities and the provision of clearant zation [] limited partnership, already formed	[x] other (please specify):	rmed
Technology based marke Type of Business Organi [] corporation [] business trust	zation [] limited partnership, already formed [] limited partnership, to be formed Month	[x] other (please specify): Limited Liability Company, already for	rmed PROC

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.



Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuers.

Check Box(es) that Apply: [] Promoter [x] Beneficial Owner	[x] Executive Officer	[] Director	[] General and/or Managing Partner
Full Name (Last name first, if individual) Peterffy, Thomas Chairman and Chief Executive Officer	of Interactive Bro	kers Group LLC	
Business or Residence Address (Number and Street, City, State, Zip of Pickwick Plaza, Greenwich, Connecticut 06830	Code)		
Check Box(es) that Apply: [] Promoter [] Beneficial Owner	[x] Executive Officer	[] Director	[] General and/or Managing Partner
Full Name (Last name first, if individual) Jacobowitz, Bradford L. Associate General Counsel, Int	eractive Brokers (Group LLC	
Business or Residence Address (Number and Street, City, State, Zip 1 Pickwick Plaza, Greenwich, Connecticut 06830	Code)		
Check Box(es) that Apply: [] Promoter [] Beneficial Owner	[x] Executive Officer	[] Director	[] General and/or Managing Partner
Full Name (Last name first, if individual) Brody, Paul J. Treasurer, Interactive Brokers	s Group LLC		
Business or Residence Address (Number and Street, City, State, Zip 1 Pickwick Plaza, Greenwich, Connecticut 06830	Code)		

					B. INFO	RMAT	ON ABC	UT OFF	ERING				
l. Has tl	ne issuer s	sold, o r d	oes the is	ssuer inte	end to sell	, to пол-а	accredited	investors	in this of	fering?		Yes	No [x]
				Answer	also in Ap	pendix, (Column 2,	, if filing ι	ınder UL	DE.			
2. What	is the mi	nimum in	vestmen	t that wil	l be accep	ted from	any indiv	idual?		••		\$]	0,000
3. Does	the offeri	ng permi	t joint ov	vnership	of a singl	e unit?	••••••	***********				Yes [x	No] []
offering and/or v	. If a pers vith a stat	on to be e or state	listed is a s, list the	an associ name of	ated person the broke	on or age er or deal	nt of a bro er. If mor	connection ker or des than five mation fo	aler regist e (5) perso	ered with	the SEC listed are		
Full Nar	ne (Last 1	name firs	t, if indiv	vidual)									
	ne (Last : tive Brok			vidual)									
Interac	tive Brok	ers LLC			d Street,	City, Stat	e, Zip Co	de)				· • • • • • • • • • • • • • • • • • • •	
Interac Busines	tive Brok	ters LLC	dress (N	umber an	id Street,	-	e, Zip Co	de)					
Interac Busines	tive Brok	ders LLC	dress (Nowich, Co	umber an		-	e, Zip Co	de)			-		
Interac Busines I Pickw	s or Resid	ders LLC	dress (Nowich, Co	umber an		-	e, Zip Co	de)					
Interac Busines 1 Pickw Name o	tive Brokes or Residuick Plaza f Associa s above.	iers LLC lence Ad a, Green ted Brok	dress (Nowich, Co	umber an onnecticu	ıt 06830		e, Zip Co						
Interac Busines I Pickw Name o Same a States in	s or Residuck Plaza f Associa s above.	dence Ad a, Green ted Brok Person Li	dress (Nowich, Co	umber an	ıt 06830	ds to Soli				[].	All States		
Interac Busines I Pickw Name o Same a States in	s or Residuck Plaza f Associa s above.	dence Ad a, Green ted Brok Person Li	dress (Nowich, Co	umber an	nt 06830	ds to Soli			[FL]	[].	All States	[ID]	
Interac Busines 1 Pickw Name o Same a States in	s or Residence Plaza f Associa s above.	ters LLC lence Ad a, Green ted Brok Person Li	dress (Nowich, Control of Des	onnectica aler Solicitea	d or Intentes)	ds to Soli	cit Purchs	asers	[FL] [MI]				
Interac Busines 1 Pickw Name o Same a States in (Check [AL]	s or Residual files Associa above. "All State [AK]	ters LLC lence Ad a, Green ted Brok Person Li es" or che	dress (Nowich, Control of the contro	umber and onnection aler Solicited idual Sta	d or Intentes)	ds to Soli	cit Purcha	nsers [DC]		[GA]	[HII]	[ID]	

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total

amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box " and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		
Type of Security	Aggregate Offering Price	Amount Already Sold
Debt		\$29,810,000
Equity	\$0	\$0
[] Common [] Preferred		
Convertible Securities (including warrants)	\$0	\$0
Partnership Interests	\$Q	\$ <u>C</u>
Other (Specify: cancellation fees).	\$0	\$C
Total	\$29,810,000	\$ 29,810,000
Answer also in Appendix, Column 3, if filing under ULOE.		
2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		
	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	251	\$ 29,810,000
Non-accredited Investors	0	\$0
Total (for filings under Rule 504 only)		\$
Answer also in Appendix, Column 4, if filing under ULOE.		
3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.		
Type of offering	Type of Security	Dollar Amount Sold
Rule 505		\$
Regulation A		2,
Rule 504		\$
Total		\$

, ,		
a. Furnish a statement of all expenses in connection with the issuance and distribu	ition	
the securities in this offering. Exclude amounts relating solely to organization		
penses of the issuer. The information may be given as subject to future contingent	cies.	
the amount of an expenditure is not known, furnish an estimate and check the box e left of the estimate.	τω	
Transfer Agent's Fees		[] \$0
Printing and Engraving Costs		[] \$0
Legal Fees		[] \$ 0
Accounting Fees		[] \$0
Engineering Fees		[] \$0
Sales Commissions (specify finders' fees separately)		[] \$ 29,810*
		[] \$ 0
Other Expenses (identify)		
Total		[] 4
included in the Total line above.		
. Enter the difference between the aggregate offering price given in response to Pa	art C - Question 1 and	\$ <u>29,810,000</u>
otal expenses furnished in response to Part C - Question 4.a. This difference is the proceeds to the issuer."	"adjusted gross	<u> </u>
otal expenses furnished in response to Part C - Question 4.a. This difference is the proceeds to the issuer."	"adjusted gross is not of the	*
otal expenses furnished in response to Part C - Question 4.a. This difference is the proceeds to the issuer."	"adjusted gross is not of the	* <u></u>
otal expenses furnished in response to Part C - Question 4.a. This difference is the roceeds to the issuer." Indicate below the amount of the adjusted gross proceeds to the issuer used or roposed to be used for each of the purposes shown. If the amount for any purpose nown, furnish an estimate and check the box to the left of the estimate. The total cayments listed must equal the adjusted gross proceeds to the issuer set forth in res	"adjusted gross is not of the iponse Payments to	* <u></u>
tal expenses furnished in response to Part C - Question 4.a. This difference is the roceeds to the issuer." Indicate below the amount of the adjusted gross proceeds to the issuer used or roposed to be used for each of the purposes shown. If the amount for any purpose nown, furnish an estimate and check the box to the left of the estimate. The total cayments listed must equal the adjusted gross proceeds to the issuer set forth in res	"adjusted gross is not of the sponse Payments to Officers,	
tal expenses furnished in response to Part C - Question 4.a. This difference is the roceeds to the issuer." Indicate below the amount of the adjusted gross proceeds to the issuer used or roposed to be used for each of the purposes shown. If the amount for any purpose nown, furnish an estimate and check the box to the left of the estimate. The total cayments listed must equal the adjusted gross proceeds to the issuer set forth in res	"adjusted gross is not of the iponse Payments to	Payments To Others
tal expenses furnished in response to Part C - Question 4.a. This difference is the roceeds to the issuer." Indicate below the amount of the adjusted gross proceeds to the issuer used or roposed to be used for each of the purposes shown. If the amount for any purpose nown, furnish an estimate and check the box to the left of the estimate. The total cayments listed must equal the adjusted gross proceeds to the issuer set forth in res	"adjusted gross is not of the sponse Payments to Officers, Directors, & Affiliates	Payments To Others
tal expenses furnished in response to Part C - Question 4.a. This difference is the roceeds to the issuer."	"adjusted gross is not of the sponse Payments to Officers, Directors, & Affiliates [] \$N/A	Payments To Others []\$ <u>N/A</u>
tal expenses furnished in response to Part C - Question 4.a. This difference is the roceeds to the issuer."	"adjusted gross is not of the sponse Payments to Officers, Directors, & Affiliates	Payments To Others []\$N/A []\$N/A
tal expenses furnished in response to Part C - Question 4.a. This difference is the roceeds to the issuer." Indicate below the amount of the adjusted gross proceeds to the issuer used or roposed to be used for each of the purposes shown. If the amount for any purpose nown, furnish an estimate and check the box to the left of the estimate. The total cayments listed must equal the adjusted gross proceeds to the issuer set forth in response Part C - Question 4.b above. Salaries and fees Purchase of real estate Purchase, rental or leasing and installation of machinery and equipment	Payments to Officers, Directors, & Affiliates [] \$ N/A [] \$ N/A	Payments To Others []\$N/A []\$N/A []\$N/A
stal expenses furnished in response to Part C - Question 4.a. This difference is the roceeds to the issuer."	Payments to Officers, Directors, & Affiliates []\$N/A []\$N/A	Payments To Others []\$N/A []\$N/A
Salaries and fees Purchase of real estate Purchase, rental or leasing and installation of machinery and equipment Construction or leasing of plant buildings and facilities Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer Purchase of the assets or securities of another issuer Purchase of the assets or securities of another issuer	Payments to Officers, Directors, & Affiliates [] \$ N/A [] \$ N/A	Payments To Others []\$N/A []\$N/A []\$N/A []\$N/A
Salaries and fees Purchase of real estate Purchase, rental or leasing and installation of machinery and equipment Construction or leasing of plant buildings and facilities Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer purchange for the assets or securities of another issuer purchase of real estate Construction of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	Payments to Officers, Directors, & Affiliates []\$N/A []\$N/A []\$N/A	Payments To Others []\$N/A []\$N/A []\$N/A []\$N/A
Salaries and fees Purchase of real estate Purchase, rental or leasing and installation of machinery and equipment Construction or leasing of plant buildings and facilities Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of anetypers. Repayment of indebtedness Part C - Question 4.b above.	"adjusted gross is not of the sponse Payments to Officers, Directors, & Affiliates []\$_N/A []\$_N/A []\$_N/A []\$_N/A	Payments To Others []\$ N/A []\$ N/A []\$ N/A []\$ N/A
stal expenses furnished in response to Part C - Question 4.a. This difference is the roceeds to the issuer."	Payments to Officers, Directors, & Affiliates []\$N/A []\$N/A []\$N/A	Payments To Others []\$N/A []\$N/A []\$N/A []\$N/A
Salaries and fees Purchase of real estate Purchase, rental or leasing and installation of machinery and equipment Construction or leasing of plant buildings and facilities Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of anetger) Repayment of indebtedness	Payments to Officers, Directors, & Affiliates []\$N/A []\$N/A []\$N/A []\$N/A []\$N/A []\$N/A	Payments To Others []\$ N/A
stal expenses furnished in response to Part C - Question 4.a. This difference is the roceeds to the issuer."	Payments to Officers, Directors, & Affiliates []\$ N/A []\$ N/A []\$ N/A []\$ N/A	Payments To Others []\$ N/A

n	FEDER	ÁΤ	SIGNA	THRE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filled under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type)	Signature	Date		
Interactive Brokers Group LLC	hold Into	November 2, 2004		
Name of Signer (Print or Type)	Title of Signer (Print or Type)			
Bradford L. Jacobowitz	Associate General Counsel, Interactive Brokers Group LLC			

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E. STATE SIGNATURE

See Appendix, Column 5, for state response.

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	Date				
Interactive Brokers Group LLC	holl and	November 2, 2004				
Name of Signer (Print or Type)	Title of Signer (Print of Type)					
Bradford L. Jacobowitz	Associate General Counsel, Intera	Associate General Counsel, Interactive Brokers Group LLC				

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1		2	- <u> </u>	3		4						
			Туре	of security							State	
		to sell	and a	aggregate							ULOE (if yes, attach	
1		ccredited		ring price				f investor and			explanation of	
1		s in State -Item 1)		ed in state C-Item 1)				rchased in State		waiver granted)		
	(гап Б	-Mem 1)	(Fait	C-IUII I)		(Part C-Item 2)					Item 1)	
			i		Number of			Number of				
	77				Accredited			Non-Accredited			_	
State	Yes	No			Investors	Ļ	Amount	Investors	Amount	Yes	No	
AL		X	Debt	\$ 50,000	2	\$	50,000	0	0		X	
AK		X	-	A		Ļ						
AZ		X	- 10 mm	\$1,175,000	6	•	1,175,000	0	0		X	
AR		X		\$ 250,000	1	\$	250,000	0	0		X	
CA		X		\$5,807,000	46	_	5,807,000	0	0		X	
CO	200 11 6	X		\$ 360,000	3	\$	360,000	0	0		X_	
CT		_ X	Debt	\$ 978,000	11	\$	978,000	0	0	<u> </u>	X	
DE		X				<u> </u>				<u> </u>		
DC		X	Debt	\$ 30,000	1	\$	30,000	0	0		X	
FL		Х	Debt	\$ 1,746,000	14	\$	1,746,000	0	0		X	
GA		X	Debt	\$ 415,000	3	\$	415,000	0	0		X	
m		Х	Debt	\$ 455,000	3	\$	455,000	0	0		X	
Œ		Х	Debt	\$ 58,000	1	\$	58,000	0	0		X	
IL		Х	Debt	\$3,500,000	23	\$	3,500,000	0	0		X	
IN		Х	Debt	\$ 130,000	1	\$	130,000	0	0		X	
IA		Х	Debt	\$ 60,000	4	\$	60,000	0	0	<u> </u>	X	
KS		Х				T				<u> </u>		
KY		X				Ī			,			
LA	100 min 1	Х	Debt	\$ 81,000	1	\$	81,000	0	0	<u> </u>	X	
ME		x	Debt	\$ 100,000	1	\$	100,000	0	0		X	
MD		x	Debt		2	\$			0		X	
MA		Х	Debt		4	\$	70,000		0		X	
М		x	Debt		3	\$		· · · · · · · · · · · · · · · · · · ·	0	Ĭ 	X	
MN		Х	Debt		6	\$			0	<u> </u>	X	
MS	<u> </u>	X	<u> </u>	,		Ť				1	1	

1		2	3 4							5 Disqualification under State		
	Intend to sell to non-accredited investors in State (Part B-Item 1) Type of security and aggregate offering price offered in state (Part C-Item 1)			Type of investor and amount purchased in State (Part C-Item 2)						under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)		
					Number of Accredited		,	Number of Non-Accredited] 		
State	Yes	No			Investors	_	Amount	Investors	Amount	Yes	No	
МО		X	Debt \$	355,000	3	\$	355,000	0	0		X	
MT		X								<u> </u>		
NE		X										
NV		X	Debt \$	1,012,000	4	\$	1,012,000	0	0		X	
NH		X				Г						
NJ		X	Debt \$4	,282,000	16	\$	4,282,000	0	0		X	
NM		X	Debt \$	375,000	3	\$	375,000	0	0	J	X	
NY		X	Debt \$	1,513,000	34	\$	4,513,000	0	0		X	
NC	-	Х	Debt \$	30,000	2	\$	30,000	0	0			
ND	y	Х			<u> </u>	Π						
OH		X	Debt \$	175,000	4	\$	175,000	0	0		X	
ОК		Х				T						
OR		Х	Debt \$	230,000	6	\$	230,000	0	0	j ·	X	
PA	<u>···</u> _	x	Debt \$	774,000	10	\$	774,000	0	0		X	
RI		Х				T						
SC		Х	Debt \$	210,000	2	\$	210,000	0	0		X	
SD		Х	Debt \$		1	18		The second secon	0	1	X	
TN		Х	Debt \$	60,000	2	\$	60,000	0	0		X	
TX		X	Debt \$	501,000	9	S	501,000	0	0		X	
UT		X	Debt \$	220,000	1	\$	CALL THE PARTY OF		0	1	X	
VT		Х	Debt \$	69,000	2	\$			0	<u> </u>	х	
VA		X	Debt \$			\$			0	1	X	
WA		x	Debt \$			\$			0	 	X	
wv		Х			<u> </u>	Ī			<u> </u>	Ĭ		
WI		Х	Debt \$	40,000	4	\$	40,000	0	0		X	
WY		X	<u> </u>		<u> </u>	Ť		1				
PR	. 	X				1				Ĭ	1	

http://www.sec.gov/divisions/corpfin/forms/d_htm Last update: 08/27/1999